## tdps is relations

September 25, 2015

The Corporate Service Department BSE Limited P J Towers Dalal Street Mumbai - 400001

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza
Bandra- Kurla Complex
Bandra (East)
Mumbai 400051

Sirs,

Sub: - Disclosure under Clause 35A of the Listing Agreement

Ref: BSE Stock code: 533553 and NSE stock code TDPOWERSYS

TD Power Systems Limited (CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY: 27, 28 and 29, KIADB Industrial Area Dabaspet, Nelamangala Taluk Bengaluru Rural District Bengaluru – 562 111 India

Tel +91 80 229 95700 / 6633 7700 Fax +91 80 7734439 / 2299 5718

Mail tdps@tdps.co.in

www.tdps.co.in

Further to our letter dated September 23, 2015, in accordance with the Clause 35A of the Listing Agreement, we enclose the results of Voting (e voting and Poll) in respect of subjects transacted at the 16<sup>th</sup> Annual General Meeting (AGM) held on Wednesday, September 23, 2015 at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052, Karnataka, India in terms of the Notice dated August 06, 2015.

Kindly take the above on record.

Thanking You,

For TD POWER SYSTEMS LIMITED

N. Srivatsa < Company Secretary

Bangalore in the state of the s

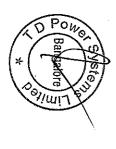
## TD POWER SYSTEMS LIMITED

Reg office: # 27, 28 & 29, KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore- 562111

Clause 35A: Voting Results

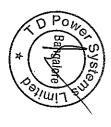
## Annexure A

		Dautianian		
SI. No.	Description	רמונונעומוט		
Α	Date of the AGM	September 23, 2015		
В	Book Closure date	September 17, 2015 to September 23, 2015 (both days inclusive)	september 23, 2015 (bot	th days inclusive).
C	Total number of shareholders on record date	4187		
D	No. of shareholders present in the meeting either in person or through proxy	proxy		
	Shareholders	In person	Proxy	Total
	Promoters and Promoter Group	2	0	2
	Public	43	5 members were represented by 3	48
			proxies	
	Total	45		50
гъ	No. of Shareholders attended the meeting through Video Conferencing			
-	Promoters and Promoter Group:	Nii		
	Public:	N.II		

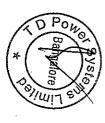




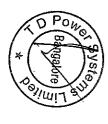
		TD P	TD POWER SYSTEMS LIMITED	ITED			
Promoter/Public	No. of Shares	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
	held	Votes	on outstanding	Votes – in	Votes -	favour on votes	on votes polled
		polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*1 . 00	(7)=[(5)/(2)]*100
Resolution 1: Adoption of Financial Statements for the year ended March 31, 2015	Statements for	the year end	ed March 31, 2015				
Resolution required: Ordinary Resolution	olution						
		Mo	Mode of Voting: (E-voting)	ng)			
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%`	0%
Public – Institutional	10808871	8137697	75.29%	8137697	0	100%	0%
Holders							)
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	18471146	55.57%	18471146	0	100%	0%
		-	Mode of Voting: (Poll)				
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	%
Public – Institutional	10808871	0	0%	0	0	0%	0%
Holders							
Public-Others	4463154	142826	3.20%	142826	0	100%	0%
Total (B)	33237588	4781490	14.39%	4781490	0	100%	0%
		,	CO OC9/	23252636	0	100%	0%



																		•		
Results (A+B)	Total (B)	Public-Others	Holders	Public — Institutional	Promoter and Promoter Group		Total (A)	Public-Others	Holders	Public – Institutional	Promoter and Promoter Group		Resolution required: Ordinary Resolution	Resolution 2: Approval of Dividend for the year					Promoter/Public	
33237588	33237588	4463154		10808871	17965563		33237588	4463154		10808871	17965563		olution	for the year		(1)		held	No. of Shares	
24813522	4781490	142826 ·		0	4638664	7	20032032	241804		9698583	10091645	Mo				(2)	polled	Votes	No. of	TD PC
74.66%	14.39%	3.20%		0%	25.82%	Mode of Voting: (Poll)	60.27%	5.42%		89.73%	56.17%	Mode of Voting: (E-voting)				(3)=[(2)/(1)]*100	shares	on outstanding	% of Votes Polled	TD POWER SYSTEMS LIMITED
24813522	4781490	142826		0	4638664	)	20032032	241804		9698583	10091645	ng)				(4)	favour	Votes- in	No. of	TED
0	0	0		0	0		0	0		0	0					(5)	against	Votes –	No. of	
100%	100%	100%		0%	100%		100%	100%		100%	100%`				00	(6)=[(4)/(2)]*1	polled	favour on votes	% of Votes in	
0%	0%	0%		0%	0%		0%	0%		0%	0%					(7)=[(5)/(2)]*100		on votes polled	% of Votes against	



		TD PO	TO POWER SYSTEMS LIMITED	TED			
Promoter/Public	No. of Shares	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
	held	Votes	on outstanding	Votes- in	Votes –	favour on votes	on votes polled
		polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*100
						0	
Resolution 3: Re-appointment Non-executive Director Mr. Mohib Khericha as Director liable to retire by rotation	-executive Direc	tor Mr. Mohil	b Khericha as Directo	r liable to reti	re by rotati	on	
<b>Resolution required: Ordinary Resolution</b>	olution						
		Mo	Mode of Voting: (E-voting)	ig)			
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%`	0%
Public – Institutional	10808871	9698583	89.73%	9698583	0	100%	0%
Holders							
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	20032032	60.27%	20032032	0	100%	0%
		7	Mode of Voting: (Poll)				
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional	10808871	0	0%	0	0	0%	0%
Holders							
Public-Others	4463154	142826	3.20%	142826	0	100%	0%
Total (B)	33237588	4781490	14.39%	4781490	0	100%	0%
Results (A+B)	33237588	24813522	74.66%	24813522	0	100%	0%

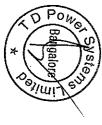


0%		100%	0	24813517	74.66%	24813517	33237588	Results (A+B)
0%		100%	0	4781485	14.39%	4781485	33237588	Total (B)
0%		100%	0	142821	3.20%	142821	4463154	Public-Others
								Holders
0%		0%	0	0	0%	0	10808871	Public - Institutional
0%		100%	0	4638664	25.82%	4638664	17965563	Promoter and Promoter Group
					Mode of Voting: (Poll)	7		
0%		100%	0	20032032	60.27%	20032032	33237588	Total (A)
0%		100%	0	241804	5.42%	241804	4463154	Public-Others
								Holders
0%		100%	0	9698583	89.73%	9698583	10808871	Public – Institutional
0%		100%`	0	10091645	56.17%	10091645	17965563	Promoter and Promoter Group
				(%)	Mode of Voting: (E-voting)	Mo		
							olution	Resolution required: Ordinary Resolution
Ţ	uneratio	their rem	s Auditors and fix their remuneration	alore as Aud	ed Accountants, Bang	. LLP, Charter	amadhyani & Cc	Resolution 4: Appoint M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants, Bangalore a
		_						
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*10	(6)=[(4),	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)	
		polled	against	favour	shares	polled		
on votes polled	n votes	favour on votes	Votes -	Votes- in	on outstanding	Votes	held	
% of Votes against	es in	% of Votes in	No. of	No. of	% of Votes Polled	No. of	No. of Shares	Promoter/Public
				TED	TD POWER SYSTEMS LIMITED	TD PO		

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					>		
0%	100%	0	24813512	74.66%	24813512	33237588	Results (A+B)
0%	100%	0	4781485	14.39%	4781485	33237588	Total (B)
0%	100%	C	142821	3.20%	142821	4463154	Public-Others
00%	1000						Holders
0%	0%	0	0	0%	0	10808871	Public – Institutional
0%	100%	0	4638664	25.82%	4638664	17965563	Promoter and Promoter Group
				Mode of Voting: (Poll)	_		
0%	100%	0	20032027	60.27%	20032027	33237588	Total (A)
0%	100%	0	241799	5.42%	241799	4463154	Public-Others
00/	200						Holders
0%	100%	0	9698583	89.73%	9698583	10808871	Public – Institutional
0%	100%`	0	10091645	56.17%	10091645	17965563	Promoter and Promoter Group
			ng)	Mode of Voting: (E-voting)	Mo		
						olution	Resolution required: Ordinary Resolution
x remuneration	apan Branch and fi	ompany's J	s Auditor of C	ntant, Tokyo, Japan a	Public Accou	Sekino, Certified	Resolution 5: Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration
	00						
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*1	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)	
	polled	against	favour	shares	polled		
on votes polled	on votes	Votes –	Votes- in	on outstanding	Votes	held	
% of Votes against	% of Votes in	No. of	No. of	% of Votes Polled	No. of	No. of Shares	Promoter/Public
			TED	TD POWER SYSTEMS LIMITED	TD Po		

		107	ID POWER SYSTEMS LIVITED	- E			
Promoter/Public	No. of Shares	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
	held	Votes	on outstanding	Votes – in	Votes –	favour on votes	on votes polled
		polled	shares	favour	against	polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Resolution 6: Ratification of payment of remuneration to Cost Auditors.	ent of remunera	ation to Cost A	uditors.				
Resolution required: Ordinary Resolution	olution						
		Mo	Mode of Voting: (E-voting)	)(B)			
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%`	0%
Public – Institutional	10808871	9698583	89.73%	9698583	0	100%	0%
Holders							
Public-Others	4463154	241804	5.42%	241784	20	100%	0%
Total (A)	33237588	20032032	60.27%	20032012	20	100%	0%
			Mode of Voting: (Poll)				
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional	10808871	0	0%	0	0	0%	0%
Holders							
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	24813497	20	100%	0%
so System							

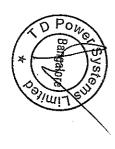


			1 :0:		*101001		
0%	100%	20	24813497	74.66%	24813517	33237588	Results (A+B)
0%	100%	0	4781485	14.39%	4781485	33237588	Total (B)
0%	100%	0	142821	3.20%	142821	4463154	Public-Others
							Holders
0%	0%	0	0	0%	0	10808871	Public – Institutional
0%	100%	0	4638664	25.82%	4638664	17965563	Promoter and Promoter Group
				Mode of Voting: (Poll)	_		
0%	100%	20	20032012	60.27%	20032032	33237588	Total (A)
0%	100%	20	241784	5.42%	241804	4463154	Public-Others
							Holders
0%	100%	0	9698583	89.73%	9698583	10808871	Public Institutional
0%	100%`	0	10091645	56.17%	10091645	17965563	Promoter and Promoter Group
			1g)	Mode of Voting: (E-voting)	M		
						olution	<b>Resolution required: Ordinary Resolution</b>
-				me Director.	as a Whole-ti	K. G. Prabhakar	Resolution 7: Appointment of Mr. K. G. Prabhakar as a Whole-time Director.
(/)=[(2)/(c)]	00 (5)=[(4)/(2)] 1	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)	
	polled	against		shares	polled		
on votes polled	on votes	Votes -	Votes- in	on outstanding	Votes	held	
% of Votes against	% of Votes in	No. of	No. of	% of Votes Polled	No. of	No. of Shares	Promoter/Public
			TED	TD POWER SYSTEMS LIMITED	TD P		



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11.84%	88.16%	2938356	21875161	74.66%	24813517	33237588	Recults (A+B)
0%	100%	0	4781485	14.39%	4781485	33237588	Total (B)
0%	100%	0	142821	3.20%	142821	4463154	Public-Others
2							Holders
0%	0%	0	0	0%	0	10808871	Public – Institutional
0%	100%	0	4638664	25.82%	4638664	17965563	Promoter and Promoter Group
				Mode of Voting: (Poll)			
14.67%	85.33%	2938356	17093676	60.27%	20032032	33237588	Total (A)
0.008%	99.992%	20	241784	5.42%	241804	4463154	Public-Others
30.30%	69./0%	2938336	6760247	89.73%	9698583	10808871	Public – Institutional Holders
0%	100%`	0	10091645	56.17%	10091645	17965563	Promoter and Promoter Group
			(g)	Mode of Voting: (E-voting)	M		
			•			olution	Resolution required: Ordinary Resolution
			tor	mar, Managing Direct	Mr. Nikhil Ku	ation payable to	Resolution 8: Revise the Remuneration payable to Mr. Nikhil Kumar, Managing Director
	00						
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*1	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)	
	polled	against	favour	shares	polled		
on votes polled	favour on votes	Votes –	Votes-in	on outstanding	Votes	held	
% of Votes against	% of Votes in	No. of	No. of	% of Votes Polled	No. of	No. of Shares	Promoter/Public
			TED	TD POWER SYSTEMS LIMITED	TDP		



5.54%	94.46%	1374531	23438986	74.66%	24813517	33237588	Results (A+B)
0%	100%	0	4781485	14.39%	4781485	33237588	Total (B)
0%	100%	C	142821	3.20%	142821	4463154	Public-Others
200							Holders
0%	0%	0	0	0%	0	10808871	Public - Institutional
0%	100%	0	4638664	25.82%	4638664	17965563	Promoter and Promoter Group
				Mode of Voting: (Poll)			
0.80%	93.14%	13/4531	18657501	60.27%	20032032	33237588	Total (A)
37.01%	62.39%	90944	150860	5.42%	241804	4463154	Public-Others
24 (45)							Holders
13.23%	86.77%	1283587	8414996	89.73%	9698583	10808871	Public – Institutional
0%	100%	0	10091645	56.17%	10091645	17965563	Promoter and Promoter Group
			(gr	Mode of Voting: (E-voting)	Mo		
						olution	<b>Resolution required: Ordinary Resolution</b>
			ble	e remuneration paya	or and approv	Managing Direct	Resolution 9: Re-appointment of Managing Director and approve remuneration payable
OOT[(2)/(2)]=(/)	(6)=[(4)/(2)] <sup>*</sup> 1 00	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)	
	polled	against	favour	shares	polled		
on votes polled	on votes	Votes -	Votes-in	on outstanding	Votes	held	
% of Votes against	% of Votes in	No. of	No. of	% of Votes Polled	No. of	No. of Shares	Promoter/Public
			TED	TD POWER SYSTEMS LIMITED	TD P		

For TD Power Systems Limited

N. Srivatsa Company Secretary

